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March 21, 2005

S. C. PUBLIC SERVICE COMMISSION
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EXECUTIVE DIRECTORS OFFICE

Mr. Charles Terreni
Chief Clerk/Administrator
South Carolina Public Service Commission
P. O. Drawer 11649
Columbia, SC 29211

RE: Docket No. 2005-39-E

Dear Mr. Terreni:

Please find enclosed Progress Energy Carolinas, Inc.'s ("PEC") proposed order in the above-referenced docket.

Very truly yours,

A handwritten signature in cursive script that reads "Len S. Anthony/mhm".

Len S. Anthony
Deputy General Counsel-Regulatory Affairs

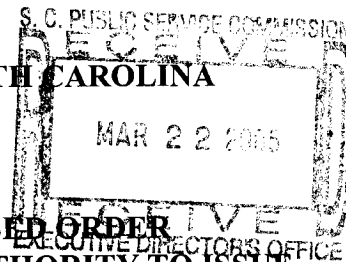
LSA:mhm

Enclosure

cc: Mr. John Flitter

222845

**STATE OF SOUTH CAROLINA
BEFORE THE PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
DOCKET NO. 2005-39-E**



In the Matter of)	
)	
Application of Progress Energy Carolinas, Inc.)	PROPOSED ORDER
for Authority to Issue Securities Pursuant to)	GRANTING AUTHORITY TO ISSUE
Revolving Credit Agreements)	SECURITIES PURSUANT TO
)	REVOLVING CREDIT AGREEMENT

This matter comes before the Public Service Commission of South Carolina (the Commission) upon Application of Progress Energy Carolinas, Inc. (the "Company"), filed on March 2, 2005, requesting authority to enter into a 5-1/4-Year Revolving Credit Agreement (the Application). The Application was filed pursuant to S.C. Code Ann. Section 58-27-1710 (as amended, 1976).

1. The Company's correct name and post office address are Progress Energy Carolinas, Inc., Post Office Box 1551, Raleigh, North Carolina 27602. The names and post office address of its attorneys are Len S. Anthony and Patricia Kornegay-Timmons, Post Office Box 1551, Raleigh, North Carolina 27602. The Company is a corporation organized and existing under the laws of the State of North Carolina, and authorized to do business in South Carolina. Its principal office is located at 410 S. Wilmington Street, Raleigh, North Carolina, 27601. The Company is primarily engaged in the business of generating, transmitting, delivering and furnishing electricity to the public for compensation.

2. The Company's capital stock outstanding at September 30, 2004 consisted of Common Stock with a stated value of \$1,897,000,000 and Preferred Stock with a stated value of \$59,000,000. As of September 30, 2004, the retained earnings of the Company were \$1,338,000,000.

The Company's existing long-term debt at September 30, 2004, amounted to principal amounts of \$2,268,725,000 in First Mortgage Bonds and \$800,000,000 in other long-term debt. The First Mortgage Bonds were issued under and pursuant to an Indenture of Trust dated as of May 1, 1940, duly executed by the Company to The Bank of New York (formerly Irving Trust Company), as Corporate Trustee, and Frederick G. Herbst, as Individual Trustee, succeeded by W. T. Cunningham, who presently is acting as Individual Trustee, as supplemented by seventy-two Supplemental Indentures.

3. The Company currently maintains two revolving credit agreements totaling \$450,000,000 – one is a \$165,000,000 364-day agreement, the other a \$285,000,000 3-year agreement. The revolving credit agreements provide back-up liquidity for the Company's lower-cost commercial paper program. The Company proposes to negotiate and enter into a new 5-1/4-Year revolving credit agreement in order to secure long-term liquidity in the current accommodative bank market, and to meet the Company's continuing short-term capital needs arising in connection with the provision of electricity and related services to the Company's customers. The proposed revolving credit agreement will replace the Company's two existing revolving credit agreements. This Application relates to the proposed new 5-1/4-Year Revolving Credit Agreement (the "5-1/4-Year RCA") with Wachovia Bank, N.A. ("Wachovia") and the Royal Bank of Scotland plc ("RBS") as agents for certain Lender banks. The terms and conditions of the 5-1/4-Year RCA are set forth in the Summary of Terms and Conditions, substantially in the form attached to the Application as Exhibit A. The amount of the 5-1/4-Year RCA is up to \$500,000,000. The 5-1/4-Year RCA will have an initial term of five-1/4 years. Under the 5-1/4-Year RCA, the Company will have the option of two different interest rates per

annum on any borrowings, as set forth on page 2 of Exhibit A and the Pricing Grid attached to the Application.

4. The Company estimates that it will incur expenses of approximately \$1,000,000 in connection with the negotiation and execution of the 5-1/4-Year RCA. Additionally, the Company will be charged a facility fee which can range from 8 basis points to 25 basis points based upon the ratings of the Company's long-term, unsecured, senior, non-credit enhanced debt by Standard & Poor's or Moody's in accordance with Exhibit A and the Pricing Grid attached to the Application.

5. Pursuant to Order 91-72 issued in Docket No. 91-032-E, the Commission requires all electric utilities to provide information responsive to certain questions listed in the Order. The Company has responded to each of those questions as follows:

- a. The Company's Consolidated Financial Statements as of December 31, 2003, and Consolidated Interim Financial Statements as of September 30, 2004 are attached as Exhibit B and Exhibit C, respectively to the Company's Application. The Company's Pro Forma Consolidated Balance Sheet and Pro Forma Consolidated Income Statement showing the impact of the proposed revolving credit facility on the Company are attached as Exhibit D to the Company's Application. The pro forma data indicates that the revolving credit agreement will not materially impact the Company's Consolidated Financial Statements.
- b. The 5-1/4-Year RCA is an essential element of the Company's commercial paper borrowing program as it provides back-up liquidity for this program in the event of a disruption in the commercial paper market. The Company's rating agencies

require such backup facilities in order to maintain the ratings on the Company's short-term obligations.

- c. If the authority to issue securities pursuant to the 5-1/4-Year RCA is delayed or not approved, the Company's access to low-cost commercial paper will be impaired. The 5-1/4-Year RCA is intended to provide back-up liquidity for the Company's issuances of commercial paper. Such low-cost debt generally is only available to debtors in the financial markets if they provide creditors with some sort of back-up liquidity for the debt. The Company uses commercial paper to fund its day-to-day operations. Thus, any impairment of the Company's ability to issue commercial paper will increase the Company's borrowing costs, and therefore, its cost of service.
 - d. The information regarding the expected rate of interest is provided in Paragraph 3 of the Application.
 - e. Entering into the 5-1/4-Year RCA will enable the Company to access the lower-cost commercial paper market rather than having to rely on higher cost debt to fund its day-to-day operations. Information regarding the expected costs of the 5-1/4-Year RCA is provided in Paragraph 4 of the Application.
 - f. The impact of the proposed transaction on the Company's capital structure is nominal, as commercial paper supported by a long-term bank facility may be classified as long-term debt on the Company's Consolidated Balance Sheet.
6. Approval of the Application does not bind the Commission as to ratemaking treatment of the contemplated issuances.

7. This Order shall not, in any way affect or limit the right, duty or jurisdiction of the Commission to further investigate and order revisions, modifications or changes with respect to any provision of the Order in accordance with the law.

CONCLUSIONS OF LAW

From a review and study of the Application, its supporting data and other information in the Commission's files, the Commission finds that the proposed issuance of securities pursuant to the 5-1/4-Year Revolving Credit Agreement:

- (i) Are for a lawful object within the corporate purposes of the Company;
- (ii) Are compatible with the public interest;
- (iii) Are necessary and appropriate for and consistent with the proper performance by the Company of its service to the public as a utility;
- (iv) Will not impair the Company's ability to perform its public service; and
- (v) Are reasonably necessary and appropriate to provide adequate funds for such corporate purposes.

IT IS THEREFORE ORDERED THAT:

- A. The Company is authorized, empowered and permitted to enter into the 5-1/4-Year RCA as described in the Company's Application, to issue securities in the form of commercial paper and other short-term financing pursuant to the 5-1/4-Year RCA at such times as the Company desires to borrow funds pursuant to the 5-1/4-Year RCA, and to execute and carry out such instruments, documents and agreements as shall be necessary or appropriate in order to effectuate the transactions contemplated by the 5-1/4-Year RCA;

- B. The terms and conditions of the 5-1/4-Year RCA are approved in substantially the form described in the Company's Application; and
- C. The Company is authorized, empowered and permitted to make minor modifications and amendments to the 5-1/4-Year RCA as the Company and the participating Lender banks deem necessary from time to time, including extending the term of the 5-1/4-Year RCA for an additional two years; provided, however, that in no event shall the Company amend the 5-1/4-Year RCA to increase the amount of the total commitment above \$500,000,000 without the prior approval of this Commission.
- D. This Order shall not in any way affect or limit the right, duty or jurisdiction of the Commission to further investigate and order revisions, modifications or changes with respect to any provision of this Order in accordance with the law, nor shall this Order dictate the ratemaking treatment of this transaction by the Commission; and
- E. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

Chairman

ATTEST:

Executive Director

(SEAL)

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